ATTENDANCE FORM
The Annual General Meeting of HSBC Holdings plc will be held at 11.00am on Friday, 28 April 2017 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1P 3EE (please see map overleaf). If you wish to attend please sign this form, bring it with you and hand it in on arrival. This will facilitate your entry to the Annual General Meeting.

Shareholder Reference Number

If you would like to submit your form of proxy electronically via the internet go to www.hsbc.com/proxy. For best results, we recommend you use the latest vendor supported release of the following browsers: Microsoft Internet Explorer, Mozilla Firefox, Apple Safari or Google Chrome. You will be asked to enter the Shareholder Reference Number and PIN which are printed opposite and agree to certain terms and conditions.

FORM OF PROXY
HSBC Holdings plc Annual General Meeting to be held on Friday, 28 April 2017

I/We, being a shareholder/shareholders of HSBC Holdings plc (the “Company”), hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting (“AGM”) and at any adjournment thereof, the chairman of the AGM (see note 1 overleaf) or

*  

(*Insert here the number of shares your proxy may vote if less than your total holding – see note 1 overleaf):

Please tick here if this proxy appointment is one of multiple appointments being made (see note 1 overleaf).

I/We desire this form of proxy to be used as indicated by an ‘✗’ in the relevant box below (see note 2 overleaf).

1. To receive the Annual Report & Accounts 2016
2. To approve the Directors’ Remuneration Report
3. (a) To elect David Nish as a Director
   (b) To elect Jackson Tai as a Director
   (c) To re-elect Phillip Ameen as a Director
   (d) To re-elect Kathleen Casey as a Director
   (e) To re-elect Laura Cha as a Director
   (f) To re-elect Henri de Castries as a Director
   (g) To re-elect Lord Evans of Weardale as a Director
   (h) To re-elect Joachim Faber as a Director
   (i) To re-elect Douglas Flint as a Director
   (j) To re-elect Stuart Gulliver as a Director
   (k) To re-elect Irene Lee as a Director
   (l) To re-elect John Lipsky as a Director
   (m) To re-elect Iain Mackay as a Director
   (n) To re-elect Heidi Miller as a Director
   (o) To re-elect Marc Moses as a Director
   (p) To re-elect Jonathan Symonds as a Director
   (q) To re-elect Pauline van der Meer Mohr as a Director
   (r) To re-elect Paul Walsh as a Director
4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company
5. To authorise the Group Audit Committee to determine the remuneration of the Auditor
6. To authorise the Company to make political donations
7. To authorise the Directors to allot shares
8. To disapply pre-emption rights (special resolution)
9. To further disapply pre-emption rights for acquisitions (special resolution)
10. To authorise the Directors to allot any repurchased shares
11. To authorise the Company to purchase its own ordinary shares (special resolution)
12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities
13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)
14. To approve general meetings (other than annual general meetings) being called on 14 clear days’ notice (special resolution)

Signature(s)  
(see notes 5, 6 and 7) Dated ............................................. 2017

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7. In order to be valid, this form of proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy,
5. This form of proxy must be signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation,
4. Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of AGM.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the
2. If you wish your proxy to cast your votes for or against a resolution you may insert an ‘X’ in the appropriate box. If you do
1. If you wish to appoint as proxy another person (who need not be a shareholder of the Company), please insert the name

Notes

1. If you wish to appoint as proxy another person (who need not be a shareholder of the Company), please insert the name

2. If you wish your proxy to cast your votes for or against a resolution you may insert an ‘X’ in the appropriate box. If you do

3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the Company maintained in England (the ‘Principal Register’) or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the ‘Branch Registers’) after 12.01am (London time) on Thursday, 27 April 2017 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a shareholder to attend or vote at the AGM or any adjourned meeting (as the case may be). Accordingly, a shareholder entered on either the Principal Register or the Branch Registers at 12.01am (London time) on Thursday, 27 April 2017 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder’s name at that time.

4. Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of AGM.

5. This form of proxy must be signed by the shareholder or the shareholder’s attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised representative.

6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Principal Register or the Branch Registers as appropriate.

7. In order to be valid, this form of proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board) must be deposited by 11.00am (London time) on Wednesday, 26 April 2017 or not less than 48 hours before the time of the holding of any adjourned meeting at the offices of the registrar, Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom; or Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda. Instructions to appoint another proxy must also be received by the registrar by the deadline for receipt of a form of proxy. In the case of an appointment of a proxy submitted in electronic form, such appointment must be received by 11.00am (London time) on Wednesday, 26 April 2017 or not less than 48 hours before the time of the holding of any adjourned meeting. It should be noted, however, that any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid. Completion and return of the form of proxy will not preclude a shareholder from attending or voting in person.